

RECORDATION NO. **23754** FILED

DEC 6 '01 1:33 PM

TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 6, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (BSDA 2001-C2), dated as of November 29, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Head Lessor: Bi-State Development
Agency of the
Missouri-Illinois Metropolitan District
707 North First Street
St. Louis, Missouri 63102

Head Lessee: BSDA 2001-C2 Statutory Trust
C/o Wells Fargo Bank Northwest,
National Association
79 South Main Street
3rd Floor
Salt Lake City, UT 84111

A description of the railroad equipment covered by the enclosed document
is:

Four (4) Siemens Light Rail Vehicles Nos. 3021-3024

Mr. Vernon A. Williams
December 6, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Head Lease Agreement (BSDA 2001-C2)

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF HEAD LEASE AGREEMENT (BSDA-2001-C2)

Memorandum of Head Lease Agreement (BSDA-2001-C2), made and entered into on November 29, 2001 by and between **BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**, as Head Lessor (the "*Head Lessor*"), and **BSDA 2001-C2 STATUTORY TRUST**, as Head Lessee (the "*Head Lessee*").

WITNESSETH:

The undersigned have entered into that certain Head Lease Agreement (BSDA-2001-C2), dated as of November 29, 2001, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Head Lease Agreement (BSDA-2001-C2).

Remainder of page intentionally left blank

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IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Supplement to be duly executed by their respective authorized officers on the day and year first above written.

HEAD LESSOR:

BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN
DISTRICT

By: John M. Noce
Name: **JOHN M. NOCE**
Title: **CHIEF FINANCIAL OFFICER**

ACKNOWLEDGEMENT

STATE OF Missouri)
) ss.
COUNTY OF St. Louis)

On Nov 21, 2001, before me, Christine A. Cole, personally came JOHN M. NOCE, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

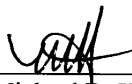
CHRISTINE A. COLE
Notary Public - Notary Seal
State of Missouri
County of Jefferson
My Commission Expires Apr. 2, 2005

Christine A. Cole
Notary Public

My commission expires on Apr. 2, 2005

HEAD LESSEE:

BSDA 2001-C2 STATUTORY TRUST, By
WELLS FARGO NORTHWEST, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as Trustee

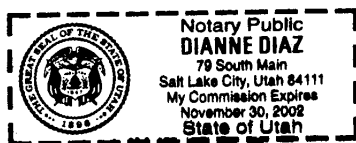
By: 
Name: Michael D. Hoggan
Title: Assistant Vice President

ACKNOWLEDGEMENT

STATE OF UTAH)
)SS.
COUNTY OF SALT LAKE)

On November 21, 2001, before me, Dianne Diaz, personally came Michael D. Hoggan, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



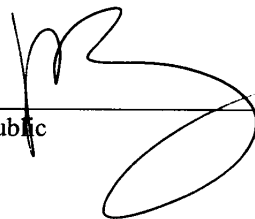

Notary Public

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

| <u>Item of Equipment</u> | <u>Description</u> | <u>Vehicle Number</u> | <u>Equipment Value</u> |
|----------------------------------|--------------------|-----------------------|------------------------|
| Siemens SD460 Light Rail Vehicle | Light Rail Vehicle | 3021 | 4,000,000 |
| Siemens SD460 Light Rail Vehicle | Light Rail Vehicle | 3022 | 4,000,000 |
| Siemens SD460 Light Rail Vehicle | Light Rail Vehicle | 3023 | 4,000,000 |
| Siemens SD460 Light Rail Vehicle | Light Rail Vehicle | 3024 | 4,000,000 |